

General Policy and Rules and Regulations of TCWD

CHAPTER 2: BOARD OF DIRECTORS

Section 2.1 Basis of Authority

- 2.1.1 The Board is the legislative and policy-making body of the District pursuant to Water Code Section 30500 *et seq.*
- 2.1.2 Apart from his/her normal function as a part of this unit, Directors have no individual authority. As individuals, Directors may not commit the District to any policy, act or expenditure unless expressly delegated such authority by action of the Board.
- 2.1.3 Directors do not represent any fractional segment of the community or separate geographic area of the District, but are, rather, a part of the body, which represents and acts for the community as a whole.

Section 2.2 Board of Directors

- 2.2.1 The Board shall be collectively responsible for adopting the Rules and Regulations of the District, establishing the policies and directives of the District, establishing the annual budget and undertaking such actions as are described in Water Code Sections 30514 *et seq.* and herein.
- 2.2.2 Management or operation of the District is not a function of any member or officer of the Board, nor the Board as a whole. Management of the District is the responsibility of the General Manager as set forth in Chapter 12 herein.
- 2.2.3 The President shall serve as chairperson at all Board meetings. The President shall have the same rights as the other members of the Board in voting, introducing motions, resolutions and ordinances, and participation in any discussion that precede or follow such actions.
- 2.2.4 In the absence of the President, the Vice President of the Board shall serve as chairperson over that meeting of the Board. And, in the event that both the President and Vice President of the

Board are absent, the remaining three members of the Board shall elect one of the members to serve as chairperson pro-tem over that Board meeting.

Section 2.3 Elections of President and Vice-President

2.3.1 Time of Elections. The election of the President and Vice-President of the Board shall occur each year in December. The President and/or Vice President may be re-elected for an additional one-year term, but in no instance may the President and/or Vice President serve in the same office more than two years consecutively. In the event that a new Director is appointed or elected to the Board to fill a vacant position, and the Director(s) whose office is so replaced was the President or Vice-President, the Board may, by action of a majority of the Board after the new Director(s) has assumed office, call for an election of President and/or Vice-President as appropriate.

2.3.1.1 The Board reserves the right to re-elect, or elect, a President and/or Vice-President at such time(s) as the Board shall determine or direct.

2.3.2 Procedure - Election of President.

2.3.2.1 Nominations. At the time and place set for the election, the General Manager shall request that nominations for the office of President be announced. Such nominations shall be made orally. Each Director shall make no more than one nomination. A Director may nominate another Director or him or herself. The General Manager shall then declare the nominations for the office of President to be closed.

2.3.2.2.1 Election. Following the close of nominations, the General Manager shall call each nominated Director's name and request votes in favor. The votes shall be cast orally. If no Director receives a majority of votes from the entire Board, then the nomination of any Director may be withdrawn and the nominations may be reopened. The General Manager shall again request votes in favor of each nominee until a majority of the entire Board votes

in favor of one nominee. In such election, Directors whose vote is required to break a tie or to constitute a majority of the entire Board shall not abstain from voting unless required to do so by State or Federal law. Following the completion of the election, the Director elected as President shall immediately assume the duties of that office.

2.3.3 Procedure - Election of Vice-President

2.3.3.1 Nominations. Nominations for Vice-President shall be held in the same manner as those for President. The President may make a nomination, but the President shall not be nominated for this office.

2.3.3.2 Election. The election of Vice-President shall be in the same manner as for the election of the President. The President may vote for such election. Following the completion of the election, the Director elected as Vice-President shall immediately assume the duties of that office.

Section 2.4 District Committees

2.4.1 General Committee Information. The Board has formed certain District committees in order to manage the flow of information, devote specific attention to particular matters and more efficiently employ the available time of each Director. The District committees shall be formed at the pleasure of the Board and shall perform such duties and functions as are specified by the Board.

Members of District committees shall be appointed by the President. Members of District committees may include Board Members and District staff. Members of the Board and staff may consult with the President on appointments of Board members and District staff to District committees.

2.4.2 Standing and Ad Hoc Committees. At the time a District committee is formed, such committee shall be designated as either a "standing" committee or an "ad hoc" committee.

2.4.2.1 Standing Committee. A Standing Committee shall be

a committee of long-term standing with continuing subject matter jurisdiction assigned by the Board. The Board reserves the right to form or dissolve Standing Committees by action of the Board. Standing Committees shall be subject to the requirements of the Brown Act.

2.4.2.2 Ad Hoc Committee. An Ad Hoc Committee shall be a committee formed by the Board to undertake special assignments on behalf of the Board. An Ad Hoc Committee shall exist for a specified term or until its special assignments are completed, whichever comes first, but its existence may be extended for an added term or added assignments by action of the Board. Unless otherwise specified, members of an Ad Hoc Committee shall be appointed by the President of the Board and shall serve at the President's pleasure and shall not have independent decision-making authority. Ad Hoc Committees may, or may not, be subject to the Brown Act, as the Board may direct.

2.4.3 Formation and Dissolution of Committees. Committees shall be formed or dissolved at the direction of the Board. The purpose, subject matter jurisdiction and duration (which may be undefined) shall generally be determined by the Board when a Committee is formed. The President of the Board shall appoint or designate representatives, including alternative representatives, of the District for various positions and committees on which the District is entitled to representation or equivalent status. Such District representation may be by members of the Board or District staff. Members of the Board and staff may consult with the President on appointment to such various positions and committees. Such appointment action may be taken by direction of the President or, if necessary or desirable, by Resolution of the Board.

2.4.4 Committee Meeting Schedule. Members of the Board and/or District staff appointed to a Committee shall determine the meeting schedule and the meeting location for a Committee.

2.4.5 Quorum. A quorum of a Committee shall be a majority of the membership of a committee. Committees shall not function in the absence of a quorum.

2.4.6 Obligation of Committee Members. The success of the Board is

dependent on the success of its committees. To that end, it is the Directors' intent and desire that committee members will support the Board through active participation and attendance. Absences of three (3) meetings (sequential) will be brought to the Board's attention for their information and possible action.

- 2.4.7 Committee Agenda Items. The General Manager, in consultation with the committee members, shall determine items of business to be considered by such committee. Items of business shall support the Board's advance schedule of agenda topics, support the Board-assigned responsibilities of that committee and fulfill the directions of the Board.
- 2.4.8 Committee Reports to the Board. The committees shall make every effort to regularly report to the Board on the activities of the committee. Reports shall be addressed to the Board on its next available agenda, following the committee meeting. In the event a representative of the Committee is unable to meet with the Board, a report may be filed in writing for the Board's acceptance and filing.

Section 2.5 Board Meetings

- 2.5.1 Regular Meetings. The regular meetings of the Board are set periodically by the Board. The current time, day of the month and place of regular meetings of the Board, as established pursuant to Water Code Section 30521, is attached hereto as **Appendix C**
- 2.5.2 Special Meetings (Non-Emergency). Special meetings (non-emergency) of the Board may be called by the Board President or by a majority of the members of the Board (see Government Code Section 54956.).
- 2.5.2.1 All Directors, the General Manager, District Treasurer and the District's legal counsel shall be notified of the Special Board meeting and the purpose or purposes for which it is called. Said notification shall be in writing, delivered to them at least twenty-four (24) hours prior to the meeting.
- 2.5.2.2 Newspapers of general circulation in the District, radio stations, television stations, organizations, and property owners who have requested notice of

special meetings in accordance with the Ralph M. Brown Act (California Government Code Section 54950 through Section 54963) shall be notified by a mailing unless the special meeting is called less than one week in advance, in which case notice, including business to be transacted, will be given by facsimile, email or telephone during business hours, as soon after the meeting is scheduled as practicable.

2.5.2.3 An agenda shall be prepared as specified for regular Board meetings (see Section 2.6.1) and shall be delivered with the notice of the special meeting to those specified above.

2.5.2.4 Only those items of business listed in the call for the special meeting shall be considered by the Board at any special meeting.

2.5.3 Special Meetings (Emergency). In the event of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board may hold an emergency special meeting without complying with the twenty-four (24) hour notice required in Section 2.5.2.1. An emergency situation means a crippling disaster which severely impairs public health, safety, or both, as determined by the General Manager, Board President or Vice President in the President's absence.

2.5.3.1 Newspapers of general circulation in the District, radio stations and television stations which have requested notice of special meetings in accordance with the Ralph M. Brown Act (California Government Code Section 54950 through Section 54926) shall be notified at the earliest convenient time and in no event later than at least one (1) hour prior to the emergency special meeting. In the event that telephone services are not functioning, the notice requirement of one hour is waived, but the General Manager, or his/her designee, shall notify such newspapers, radio stations, or television stations of the fact of the holding of the emergency special meeting, and of any action taken by the Board, as soon after the meeting as possible.

- 2.5.3.2 No closed session may be held during an emergency special meeting, and all other rules governing special meetings shall be observed with the exception of the twenty-four (24) hour notice. The minutes of the emergency special meeting, a list of persons the General Manager or designee notified or attempted to notify, a copy of the roll call vote(s), and any actions taken at such meeting shall be posted for a minimum of ten (10) days at the District office as soon after the meeting as possible.

Section 2.6 Board Protocols; Agenda; Minutes; Brown Act

- 2.6.1 The General Manager, in cooperation with the Board President, shall prepare an agenda for each Regular, Adjourned Regular and Special meeting of the Board. Any Director may communicate with the General Manager and request an item to be placed on the agenda in accordance with statutory law.
- 2.6.2 Any member of the public may request that a matter directly related to District business be placed on the agenda of a regularly scheduled meeting of the Board, subject to the following conditions and the approval of the General Manager:
 - 2.6.2.1 The request must be in writing and be submitted to the General Manager, or other designated managing employee, together with supporting documents and information, if any, at least ten (10) business days prior to the date of the meeting.
 - 2.6.2.2 The General Manager shall be the sole judge of whether the public request is or is not a "matter directly related to District business".
 - 2.6.2.3 No matter which is legally a proper subject for consideration by the Board in closed session will be accepted under these conditions.
 - 2.6.2.4 The Board may place limitations on the total time to be devoted to a public request issue at any meeting, and may limit the time allowed for any one person to speak on the issue at the meeting.
- 2.6.3 Nothing in the provisions herein of the Rules and Regulations

prevents the Board from taking testimony at regular, adjourned regular or special meetings of the Board on matters not on the agenda which a member of the public may wish to bring before the Board. However, the Board shall not discuss nor take action on such matters at that meeting unless lawfully placed on the agenda. The Board may adopt policies and procedures to apply reasonable requirements of, and/or limitations upon, receipt of public comments.

2.6.4 At least seventy-two (72) hours prior to the time of all regular meetings, an agenda, which includes but is not limited to all matters on which there may be discussion and/or action by the Board, shall be posted conspicuously for public review at the District office.

2.6.5 The agenda for a special meeting shall be posted at least twenty-four (24) hours before the meeting in the same location.

2.6.6 Minutes. The Secretary of the Board shall keep minutes of all Regular, Adjourned Regular and Special meetings of the Board. The formal minutes of the meetings of the Board shall comport with Water Code Section 30526 and shall be in written form.

2.6.6.1 Copies of draft minutes shall be made for distribution to Directors with the agenda for the next regularly scheduled Board meeting. Minutes of the meetings of the Board shall not become official until approved by action of the Board.

2.6.6.2 The official minutes of the regular and special meetings of the Board shall be kept in a fire-proof vault, in fire-resistant, locked cabinets or otherwise similarly secured.

2.6.7 A tape recording may be made of meetings of the Board, excluding closed sessions. Such tapes are used solely to assist the Secretary in transcribing written minutes. Tape recordings are not the official minutes of the Board meetings.

2.6.7.1 If used, the recording device shall be placed in plain view of all present, so far as is possible.

2.6.7.2 Recordings shall not be made during closed sessions of the Board unless expressly so directed by a

majority of Board.

2.6.7.3 The recordings, tapes, discs, or other electronic data/information storage devices shall be kept for thirty (30) days and may then be erased or destroyed pursuant to Government Code Section 54953.5, unless specifically directed otherwise by any member of the Board or the General Manager.

2.6.8 Motions, resolutions or ordinances shall be recorded as having passed or failed, and individual votes will be recorded unless the action was unanimous.

2.6.8.1 All resolutions and ordinances adopted by the Board shall be numbered consecutively as determined by the Secretary of the Board.

2.6.9 Ralph M. Brown Act. The Board shall comply with the applicable provisions of the Ralph M Brown Act. (Government Code Section 54950 *et seq.*)

Section 2.7 Board Actions and Decisions

Pursuant to Water Code Section 30523, the Board shall take official action by means of ordinances, resolutions, or motions. The Water Code also allows the Board to act informally by providing direction to the staff, or deciding informal or procedural matters by consensus of the Board. Actions by the Board include, but are not limited, to the following:

- i. Adoption or rejection of regulations or policies;
- ii. Adoption or rejection of a resolution;
- iii. Adoption or rejection of an ordinance;
- iv. Approval or rejection of any contract or expenditure;
- v. Approval or rejection of any proposal which commits District funds or facilities; and,
- vi. Approval or disapproval of matters, which require or may require the District or its employees to take action and/or provide services beyond the scope of principal purposes

as defined in Section 1.1.

- 2.7.1 In accordance with Water Code Section 30524, action can only be taken by the vote of the majority of the Board.

Section 2.8 Memberships in Association

The Board may ordinarily hold membership in and attend meetings of such national, state and local associations as may exist, which have applicability to the functions of the District, and shall look upon such memberships as an opportunity for in-service training. Memberships shall be approved by the Board.

Section 2.9 Board Member Training, Education and Conferences

- 2.9.1 Members of the Board are encouraged to attend educational conferences and professional meetings when the purpose of such activities is to improve Board member understanding of the District. In order for any Director to be reimbursed for costs or to qualify as a "day of service", the attendance must be approved by the Board as set forth in Section 2.9.4 herein.
- 2.9.2 It is the policy of the District to encourage Board development an excellence of performance by reimbursing expenses incurred for tuition, travel, lodging and meals as a result of training, educational courses, participation with professional organizations, and attendance at local, state and national conferences associated with the interests of the District.
- 2.9.3 The General Manager is responsible for making arrangements for Directors for conference and registration expenses, and for per diem. Per Diem, when appropriate, shall include reimbursement of expenses for meals, lodging, and travel. All expenses for which reimbursement is requested by Directors, or which are billed to the District by Directors, shall be submitted to the General Manager, together with validated receipts.
- 2.9.4 Attendance by Directors of seminars, workshops, courses, professional organization meetings, and conferences shall be approved by the Board prior to incurring any reimbursable costs. In the event a Director fails to obtain Board approval for

such attendance, the Director shall not be reimbursed for any costs and/or expenses.

- 2.9.5 Expenses to the District for Board training, education and conferences should be kept to a minimum by utilizing recommendations for transportation and housing accommodations put forth by the General Manager and by:
 - 2.9.5.1 Utilizing hotel(s) recommended by the event sponsor in order to obtain discounted rates.
 - 2.9.5.2 Directors traveling together whenever feasible and economically beneficial.
 - 2.9.5.3 Requesting reservations sufficiently in advance, when possible, to obtain discounted airfares and hotel rates.
- 2.9.6 A Director shall not attend a conference or training event for which there is an expense to the District if it occurs after the Director has announced his/her pending resignation, or if it occurs after an election in which it has been determined that he/she will not retain his/her seat on the Board. A Director shall not attend a conference or training event when it is apparent that there is no significant benefit to the District.
- 2.9.7 Upon returning from seminars, workshops, conferences, etc., where expenses are reimbursed by the District, Directors will either prepare a written report for distribution to the Board, or make a verbal report during the next regular meeting of the Board. Said report shall detail what was learned at the session(s) that will be of benefit to the District. Materials from the session(s) may be delivered to the District office to be included in the District library for the future use of other Directors and staff.
- 2.9.8 In the event a Board meeting cannot reasonable take place in a timely fashion for appoval in advance of the necessary required approval, the Board President and General Manager may agree that the attendance is appropriate for the Director. Subsequently the approval shall be ratified by the Board.

Section 2.10 Renumeration and Benefits

- 2.10.1 Compensation for Directors. Water Code Section 30507

provides for the compensation to Directors for each day of service rendered as a member of the Board, by the request of the Board. The maximum number of days for which a Director may receive compensation in any calendar month is a total of ten (10) days under current law.

The Board periodically reviews the level of compensation to Directors and adjusts it to fairly compensate Directors for their service subject to the limitations of State law. Pursuant to Water Code Section 20200 *et seq.*, adjustments to the Director's compensation level require the adoption of an ordinance, which must be preceded by a public hearing.

- 2.10.2 Benefits for Directors. The Board determines and directs the benefits provided for its members after consideration of appropriateness, eligibility and cost of participation.

Section 2.11 Renumeration and Benefits

The Political Reform Act, Government Code Section 87300 *et seq.*, requires State and local government agencies to adopt and promulgate conflict of interest codes. The Fair Political Practices Commission ("FPPC") has adopted a regulation, Title 2, Division 6, California Code of Regulations 18730, which contains the terms of a standard conflict of interest code. It can be incorporated by reference and may be amended by the FPPC after public notice and hearings to conform to amendments in the Political Reform Act. Therefore, the terms of Title 2 Cal. Code of Regs. Section 87300 *et seq.* and any amendments to it duly adopted by the FPPC are hereby incorporated by reference along with the District Resolution in which members of the Board and employees are designated, and in which disclosure categories are set forth, constitute the conflict of interest code of the District. The members of the Board shall comply with the District's adopted conflict of interest code.